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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: : **Chapter 11**
: **Case No. 09-50026 (REG)**
MOTORS LIQUIDATION COMPANY, et al.: :
: **Jointly Administered**
Debtors :
: -----

X

NOTICE OF WITHDRAWAL OF APPEARANCE

PLEASE TAKE NOTICE that Orrick, Herrington & Sutcliffe LLP ("Orrick"), hereby withdraws its appearance as counsel to the Unofficial GM Dealers Committee (**the "Dealer Committee"**)¹, in connection with the above-referenced bankruptcy proceedings, as the Dealer Committee's interests in this matter have concluded.

¹ The Dealer Committee was formed prior to the Petition Date by the GM National Dealer Council (the "NDC") in coordination with the National Automobile Dealers Association ("NADA"). The NDC's dealer members, consisting of 15 GM dealers elected by all GM dealers, serve as liaisons with GM on virtually all matters pertaining to the sale and servicing of GM vehicles and represent the interests of the more than 6,000 GM dealers throughout the United States. The NDC formed the Dealer Committee, and retained counsel, to be a voice for the dealer body's collective interests in connection with GM's restructuring efforts. The members of the Dealer Committee, who collectively

PLEASE TAKE FURTHER NOTICE that this withdrawal of appearance applies to Orrick as well as each of the attorneys listed below as counsel to the Dealer Committee.

Dated: April 2, 2010
Washington, DC

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: */s/ Roger Frankel*
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sell and service vehicles under a variety of GM brands in locations all over the country, are Ballweg Automotive Group, Bradshaw Automotive Group, Inc., Dudley Martin Chevrolet (whose principal is the NADA representative to the NDC), Hudson Pontiac Buick GMC Truck, Inc., Paddock Chevrolet, Inc. (whose principal is the Chair of the NDC), and Ron Tonkin Dealership (whose principal is the Vice-chair of NADA). NADA serves as an *ex officio* member of the Dealer Committee.